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AMENDED AND RESTATED CHARTER

OF

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THOMAS NELSON, INC.

UNDER SECTIONS 48-303 AND 48-304 OF
THE TENNESSEE GENERAL CORPORATION ACT

Pursuant to the provisions of Sections 48-303 and 48-304 of the Tennessee General Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Charter:

PART I:

1. The name of the corporation is:

THOMAS NELSON, INC.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in Tennessee

shall be:

Nelson Place at Elm Hill Pike
P. O. Box 141000
Nashville, Davidson County,
Tennessee 37214-1000.

4. The corporation is for profit.
5. The purposes for which the corporation is organized are:

To print, bind, publish, circulate, distribute, buy, sell, and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, musical compositions, pictures and advertisements of every kind. To acquire, by purchase or otherwise, license the use of, assign and deal with copyrights and intellectual and literary properties of every kind. To make, produce and offer for sale recordings of musical, dramatic or literary writings, productions or properties. To produce and offer for sale television productions, video tapes, and motion picture films and productions.

To operate generally as a holding company, owning, operating and managing, in whole or in part, all types of enterprises or property, real or personal, including equipment, fixtures, stocks, bonds, mortgages, securities, notes, options, evidences of indebtedness, leases, contracts, or any other

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STATEMENT OF WHICH a holding company may manage, or in which a holding company may have an interest.

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In general, to carry on any kind of merchandising, manufacturing, mining, entertainment, educational, communications, or financial business or service; and to carry on and transact any kind or type of business which is or shall become authorized under Section 48-401 of the Tennessee General Corporation Act or any amendment thereto; and generally to do any and all things reasonably related or incident to any of the foregoing declared purposes, including the operation or conduct of such activities, either directly or through subsidiary corporations or affiliates. BOOK 6445 PAGE 227

6. (a) The total number of shares of stock which the corporation shall have authority to issue is twenty-six million (26,000,000) shares divided into the following classes:

(i) Twenty million (20,000,000) shares of Common Stock with a par value of one dollar (\$1.00) per share;

(ii) Five million (5,000,000) shares of Class B Common Stock with a par value of one dollar (\$1.00) per share; and

(iii) One million (1,000,000) shares of Preferred Stock with a par value of one dollar (\$1.00) per share.

(b) Each share of Common Stock shall be identical in all respects with the Class B Common Stock, except that each holder of Common Stock shall be entitled to one (1) vote for each share of such stock held and each holder of Class B Common Stock shall be entitled to ten (10) votes for each share of such stock held.

(c) Each share of Class B Common Stock shall be convertible, at the option of the holder thereof, into one (1) share of Common Stock. A holder wishing to avail itself of such option shall deliver the certificate or certificates representing the shares of Class B Common Stock to be converted, duly endorsed in blank, to the Secretary of the corporation, and at the same time notify the Secretary in writing of its desire to so convert. Upon receipt by the Secretary of the foregoing certificates and notice, the corporation shall cause to be issued to the holder of the Class B Common Stock delivering the same one (1) share of Common Stock for each share of Class B Common Stock delivered for conversion, issuing and delivering to such holder a certificate for such shares. A number of shares of Common Stock equal to the number of shares of Class B Common Stock outstanding from time to time shall be set aside and reserved for issuance upon conversion of Class B Common Stock. Shares of Class B Common Stock which have been converted hereunder shall remain treasury shares to be disposed of by resolution of the Board of Directors of the corporation. Common Stock shall not be convertible into Class B Common Stock.

(d) Except as may be determined by the Board of Directors of the corporation pursuant to clause (v) of subparagraph (e) of this paragraph 6 with respect to the voting rights, if any, of the Preferred Stock, and except as otherwise may be required by the laws of the State of Tennessee, the holders of the Common Stock and the holders of the Class B Common Stock shall vote with the holders of voting shares of

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the Preferred Stock, if any, as one class with respect to the election of directors and with respect to all other matters to be voted on by stockholders of the corporation.

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(e) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this paragraph 6, to provide for the issuance of Preferred Stock from time to time in one or more series with such distinctive serial designations, rights, preference, and limitations of the shares of each such series as the Board of Directors shall establish by resolution adopted by not less than three-quarters (75%) of the entire Board of Directors and set forth in a certificate filed pursuant to the Tennessee General Corporation Act prior to the issuance of any shares of such series. The authority of the Board of Directors with respect to each series shall, to the extent allowed by law, include the authority to establish and fix the following:

(i) The maximum number of shares of that series which may be issued and the distinctive designation of that series; BOOK 6445 PAGE 228

(ii) Whether shares of that series shall be entitled to receive dividends (which may be cumulative or noncumulative), the rate or rates of such dividends, the conditions and the times of such dividends and the preference to, or relation to, the dividends payable on any other class or classes, or any other series of the same or any other class or classes of stock of the corporation;

(iii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, or upon any distribution of its assets;

(iv) Whether the shares of that series shall have conversion privileges and, if so, the terms and conditions of such conversion privileges, including provision, if any, for adjustment of the conversion rate and for payment of additional amounts by holders of Preferred Stock of that series upon exercise of such conversion privileges;

(v) The voting rights, if any, of the shares of that series;

(vi) Whether or not the shares of that series shall be redeemable, and, if so, the price at and the terms and conditions upon which such shares shall be redeemable, and whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund; and

(vii) Such other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof.

Notwithstanding the fixing of the maximum number of shares constituting a particular series upon the issuance thereof, the Board of Directors may at any time thereafter authorize the issuance of additional shares of the same series or may reduce the maximum number of shares constituting such series

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock. All

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Preferred Stock of any one series shall be identical in all respects, except as to the dates from which dividends shall be cumulative, if such dividends are provided.

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The corporation may pay, and the Board of Directors shall have the authority to declare, dividends payable in shares of any class of the corporation's stock to the holders of shares of any other class of the corporation's stock.

(g) Subject to any limitations prescribed by law and if authorized by the Board of Directors, purchases by the corporation of the shares of the corporation's stock, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned and capital surplus available therefor, and distributions may be made to the corporation's stockholders of a portion of the corporation's assets, in cash or property, out of its unreserved and unrestricted capital surplus, in addition to any other funds legally available for such purposes, without the consent of holders of the corporation's stock.

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(h) Except as otherwise expressly required by law, any and all right, title, interest and claim in or to any dividends declared by the corporation, whether in cash, stock or otherwise, which are unclaimed by a stockholder of the corporation entitled thereto for a period of six (6) years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned; and such unclaimed dividends in the possession of the corporation, its transfer agents or other agents or depositories, shall at such time become the absolute property of the corporation, free and clear of any and all claims of any person whatsoever.

7. The corporation will not commence business until consideration of One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

8. No holder of shares of any class of the capital stock of the corporation shall have preemptive rights, as that term is defined in the Tennessee General Corporation Act.

9. (e) The Board of Directors shall consist of such number of members, not less than three, as may be determined from time to time by the Board, and shall be divided into three classes of as nearly equal size as possible. The initial terms of directors elected at the corporation's annual meeting of stockholders for 1980 shall expire as of the annual meeting of stockholders for the year indicated below:

- Class One Directors 1983
- Class Two Directors 1982
- Class Three Directors 1981

Upon expiration of the initial term specified for each class of directors, their successors shall be elected for a three year term, so that commencing in 1981 one class of directors will be elected each year. In the case of each class, the directors shall serve until their respective successors are duly elected and shall take office. Directors shall be elected by a plurality of the votes cast in the election and cumulative voting shall not be permitted.

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(b) Any vacancy occurring in the Board of Directors caused by death, resignation, removal (whether such removal is without or for "cause", as such term is defined in Section 48-807 of the Tennessee General Corporation Act as in effect at the time this Amended and Restated Charter shall have been approved by the stockholders of the corporation) or otherwise, and any newly created directorship resulting from an increase in the number of directors, shall only be filled by the affirmative vote of three-quarters (75%) of the directors then in office, although such directors are less than a quorum, or by the sole remaining director, or as otherwise provided in the By-laws. Each director chosen to fill a vacancy or a newly created directorship shall hold office until the next election of the class for which such director shall have been chosen, and until his successor shall be duly elected and shall take office.

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(c) The Board of Directors is expressly authorized and empowered to adopt, amend or repeal any provision of the By-laws of the corporation; provided, however, that no such action shall be taken without the affirmative vote of at least three-quarters (75%) of the members of the Board of Directors.

(d) Any action that is required or permitted to be taken at a meeting of the Board of Directors or any committee of the Board of Directors may be taken without a meeting if a consent in writing describing the action so taken shall be signed by all of the directors or members of such committee entitled to vote with respect to the subject matter thereof. Each such consent in writing shall be filed with the minutes of the proceedings of the Board of Directors.

10. (a) Subject to the laws of the State of Tennessee and subparagraph (b) of this paragraph 10, the affirmative vote of at least two-thirds (66-2/3%) of the votes represented by the outstanding shares of the corporation's Common Stock, Class B Common Stock and (as may be determined by the Board of Directors pursuant to subparagraph (e) of paragraph 6) Preferred Stock entitled to vote at elections of directors, voting as one class, shall be required in order for the corporation to take any action to authorize:

(i) The amendment, alteration or repeal of any provision of the Amended and Restated Charter or the addition or insertion of other provisions herein;

(ii) The adoption, amendment or repeal of any provision of the By-laws of the corporation;

(iii) The merger or consolidation of the corporation with or into any other corporation;

(iv) The sale, lease or exchange of all, or substantially all, of the property and assets of the corporation;

(v) The dissolution of the corporation; or

(vi) Subject to any greater vote required by the laws of the State of Tennessee, the removal of a director of the corporation;

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provided, however, that this paragraph shall not apply to any action (A) as to which the laws of the State of Tennessee, as then in effect, do not require the consent of the corporation's stockholders, or (B) which three-quarters (75%) of the Board of Directors have approved.

(b) If, in order to authorize any of the actions specified in subparagraph (a) of this paragraph 10, the laws of the State of Tennessee then in effect shall require the affirmative vote of the holders of a specified portion of the Common Stock, the Class B Common Stock or the Preferred Stock voting separately as a class, then such requirement of voting by class shall be in addition to the requirement set forth in subparagraph (a) of this paragraph 10 of the affirmative vote of at least two-thirds (66-2/3%) of the votes represented by the outstanding shares of Common Stock, Class B Common Stock, and Preferred Stock having voting rights, voting as one class.

(c) All rights at any time conferred upon the stockholders of the corporation pursuant to this Charter are granted subject to the provisions of this paragraph 10.

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PART II:

1. The date the original Charter was filed by the Secretary of State was October 6, 1961.

2. This Amended and Restated Charter restates the text of the Charter, as previously amended, and further amends the Charter as follows:

(a) Paragraph 6 of the Charter, as previously amended and as set forth below, is hereby deleted in its entirety and paragraph 6 as set forth in Part I is substituted in lieu thereof:

"The maximum number of shares which the corporation shall have authority to issue is ten million (10,000,000) shares of One Dollar (\$1.00) par value."

(b) Subparagraphs (a), (b) and (c) of paragraph 8 of the Charter, as previously amended and as set forth below, are hereby deleted in their entirety and paragraph 8 as set forth in Part I is substituted in lieu thereof:

" 8. (a) Unless otherwise determined by the Board of Directors of this corporation, no holder of any shares of stock of this corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of stock of any class which this corporation may issue or sell, whether or not exchangeable for any shares of stock of this corporation of any class or classes, or whether out of unissued shares authorized by the certificate of incorporation of this corporation as originally filed or by any amendment thereof, or out of shares of stock of this corporation acquired by it after issue thereof, and whether issued for money or for other property, real or personal, tangible or intangible, or for labor or services actually received by, or conveyed or rendered to, this corporation for its use and lawful purposes.

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At all elections of directors each stockholder of record of shares of stock possessing voting power shall be entitled to vote, for each director to be elected, only one vote for each share standing in his name on the books of the corporation on the date the notice of the meeting is mailed or on such other date (called the record date) as the Board of Directors may by resolution establish. Directors shall be elected by a majority vote of all the voting shares outstanding and cumulative voting is abolished. 800x6445 PAGE 232

(c) The Bylaws of the Corporation may be amended in whole or in part by the Board of Directors (or any Executive Committee or Bylaws Committee appointed by the Board) without requiring stockholder approval."

(c) Paragraph 8(d) of the Charter, as previously amended, is hereby renumbered as paragraph 9(a) and amended by adding to the end thereof the following:

"In the case of each class, the directors shall serve until their successors are duly elected and shall take office. Directors shall be elected by a plurality of the votes cast in the election and cumulative voting shall not be permitted."

(d) The Charter is hereby amended by adding, as set forth in Part I, paragraphs 9(b), 9(c), 9(d) and 10.

3. This Amended and Restated Charter was duly adopted at a meeting of the stockholders of the corporation on the 27th day of July, 1984.

Dated: July 27, 1984

THOMAS NELSON, INC.

By Thomas W. Harris
Secretary